

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

-----x
In re: :
: :
THE FINANCIAL OVERSIGHT AND : PROMESA
MANAGEMENT BOARD FOR PUERTO RICO, : TITLE III
: :
as representative of : Case No.: 17-BK-3283 (LTS)
: :
THE COMMONWEALTH OF PUERTO RICO, : (Jointly Administered)
: :
Debtor.¹ :
-----x

**JOINDER OF THE DRA PARTIES TO (I) OFFICIAL COMMITTEE OF UNSECURED
CREDITORS' URGENT MOTION TO COMPEL DISCLOSURE STATEMENT
DISCOVERY FROM OVERSIGHT BOARD AND AAFAF, AND (II) URGENT MOTION
OF AMBAC ASSURANCE CORPORATION AND FINANCIAL GUARANTY
INSURANCE COMPANY TO COMPEL DISCOVERY FROM THE GOVERNMENT
PARTIES IN CONNECTION WITH THE DISCLOSURE STATEMENT**

COME NOW AmeriNational Community Services, LLC (the “Servicer”), as servicer for the GDB Debt Recovery Authority (the “DRA”), and Cantor-Katz Collateral Monitor LLC, a Delaware limited liability company that serves as the collateral monitor for Wilmington Trust, N.A. in connection with the new bonds the DRA issued (the “Collateral Monitor” and, together with the Servicer, collectively, the “DRA Parties”), by and through their undersigned legal counsel, hereby submit this Joinder (this “Joinder”) to (I) *Official Committee of Unsecured Creditors’*

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the “Commonwealth”) (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17- BK4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

*Urgent Motion to Compel Disclosure Statement Discovery from Oversight Board and AAFAF, and
(II) Urgent Motion of AMBAC ASSURANCE CORPORATION and Financial Guaranty Insurance
Company to Compel Discovery from the Government Parties in Connection with the Disclosure
Statement [ECF 16811, 16812]² (collectively, the “Disclosure Statement Motions to Compel” or
“Motions”),³ and respectfully request as follows:*

1. The DRA Parties are entitled to any discovery related to the Disclosure Statement (and Plan confirmation) that the movants are entitled to under the Motions. As likely objectors to the Disclosure Statement (and the Plan), the DRA Parties should be permitted to serve and participate in any discovery process. Accordingly, the DRA Parties join the Disclosure Statement Motions to Compel and request that any order the Court grants ensure that the DRA Parties receive the same discovery rights as other Disclosure Statement objectors.

2. As the Court is aware, the DRA is the largest individual secured creditor of the Puerto Rico Highway and Transportation Authority (“HTA”). In that regard, the DRA Parties intend at their earliest opportunity to seek discovery related to the proposed Plan—including regarding the Commonwealth’s purported justifications for diverting excise tax revenues from HTA and ultimately HTA’s creditors—and the Plan’s treatment of those HTA creditors, including the DRA Parties.

3. This information is critical to both confirmation of the Third Amended Plan and the adequacy of the Disclosure Statement, which must be rejected if the Commonwealth’s Third Amended Plan is facially unconfirmable, as well as on other grounds.

² Unless otherwise stated, docket references herein refer to Case No. 17-BK-3283 (LTS).

³ Capitalized terms used but not defined herein shall have the meanings given to them in the Disclosure Statement Motions to Compel.

4. The DRA Parties therefore respectfully request that any order the Court enters with respect to the Disclosure Statement Motions to Compel expressly provide that the DRA Parties shall (a) have the right to propound their own discovery, including document requests, deposition notices, and any other discovery device, (b) receive all documents produced as a result of the Disclosure Statement Motions to Compel, (c) be entitled to attend and participate in any depositions that arise out of the Disclosure Statement Motions to Compel, and (d) be included in any meet and confer process or hearing related to the Disclosure Statement Motions to Compel, as reflected in the proposed order attached to this Joinder as Exhibit A (the “Proposed Order”).

5. Nothing herein shall prejudice the DRA Parties’ rights to independently seek any discovery, in connection with the Disclosure Statement or otherwise, from the Oversight Board, AAFAF, the Commonwealth, or any other entity as permitted by law.

6. **WHEREFORE**, the DRA Parties respectfully request that the Court GRANT this Joinder, enter the proposed order attached hereto as Exhibit A, and issue any further relief appropriate at law or in equity.

RESPECTFULLY SUBMITTED.

In San Juan, Puerto Rico, this 3rd day of June 2021.

WE HEREBY CERTIFY, in accordance with Fed. R. Bankr. P. 9014(b), Fed. R. Bankr. P. 7004(b), and the Court's *Fourteenth Amended Notice, Case Management and Administrative Procedures Order* [ECF 15894-1] (the "CMP Order"), that we electronically filed the foregoing with the Clerk of the Court using the CM/ECF System, which will send notification of such filing to the parties appearing in said system including the US Trustee and to all those parties registered to receive notice within the electronic notification service, as well as sent a true and exact copy of the foregoing was sent by electronic mail upon all the parties listed in the Master Service List and by U.S. mail upon all the Standard Parties listed in the CMP Order.

MCCONNELL VALDÉS LLC

270 Muñoz Rivera Avenue, Suite 7
Hato Rey, Puerto Rico 00918
P.O. Box 364225
San Juan, PR 00936-4225
Tel: 787-250-5632
Fax: 787-759-9225

By: /s/ DRAFT
Arturo J. García-Solá
(USDC No. 201903)
E-mail: ajg@mcvpr.com

/s/ DRAFT
Nayuan Zouairabani
(USDC No. 226411)
E-mail: nzt@mcvpr.com

Attorneys for AmeriNational Community Services, LLC, as Servicer for the GDB Debt Recovery Authority

C. CONDE & ASSOC. LAW OFFICES

By: /s/ DRAFT
Carmen D. Conde Torres
(USDC No. 207312)

/s/ DRAFT
Luisa S. Valle Castro
(USDC No. 215611)

254 San José Street
Suite 5
San Juan, PR 00901-1523
Tel: 787-729-2900
Fax: 787-729-2203
E-mail: condecarmen@condelaw.com

-and-

SCHULTE ROTH & ZABEL LLP

By: /s/ DRAFT
Douglas S. Mintz (admitted *pro hac vice*)
901 Fifteenth Street, NW, Suite 800
Washington, DC 20005
Tel: 202-729-7470
Fax: 202-730-4520
E-mail: douglas.mintz@srz.com

-and-

By: /s/ DRAFT
Douglas I. Koff (admitted *pro hac vice*)
Abbey Walsh (admitted *pro hac vice*)
Kelly V. Knight
919 Third Avenue
New York, NY 10022
Tel: 212-756-2000
Fax: 212-593-5955
E-mail: douglas.koff@srz.com
abbey.walsh@srz.com
kelly.knight@srz.com

Attorneys for Cantor-Katz Collateral Monitor LLC, as Collateral Monitor for the GDB Debt Recovery Authority

EXHIBIT A

Proposed Order

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

-----X
In re: :
: :
THE FINANCIAL OVERSIGHT AND : PROMESA
MANAGEMENT BOARD FOR PUERTO RICO, : TITLE III
: :
as representative of : Case No.: 17-BK-3283 (LTS)
: :
THE COMMONWEALTH OF PUERTO RICO, : (Jointly Administered)
: :
Debtors.¹ :
-----X

**[PROPOSED] ORDER GRANTING THE DRA PARTIES' JOINDER TO THE
MOTIONS COMPELLING DISCLOSURE STATEMENT DISCOVERY
FROM THE GOVERNMENT PARTIES**

Upon consideration of the *Joinder of the DRA Parties to (I) Official Committee of Unsecured Creditors' Urgent Motion to Compel Disclosure Statement Discovery from Oversight Board and AAFAF* and *(II) Urgent Motion of Ambac Assurance Corporation And Financial Guaranty Insurance Company to Compel Discovery from the Government Parties in Connection with the Disclosure Statement* (the "Joinder"), and the Court having reviewed the Joinder and the relief requested; the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1331 and 48 U.S.C. § 2166(a); the Court determining that venue of this proceeding in this District is proper

¹ The Debtors in these Title III cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the "Commonwealth") (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17- BK4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

under 28 U.S.C. § 1391(b) and 48 U.S.C. § 2167(a); notice of the Joinder being adequate and proper under the circumstances; and after due deliberation and sufficient cause appearing; therefore, it is

HEREBY ORDERED THAT:

1. The Joinder is GRANTED to the extent set forth herein.
2. The DRA Parties are permitted to seek discovery from the Commonwealth, the Oversight Board, AAFAF, HTA, PBA, and any other Debtor or Government Party related to the Disclosure Statement or its adequacy, including regarding the Commonwealth's diversion of excise tax revenues due to HTA and ultimately HTA's creditors and whether the Commonwealth appropriately invoked the "clawback" provisions of the Puerto Rico Constitution to effect this diversion;
3. The DRA Parties shall be entitled to receive all discovery produced to any other parties in connection with the Disclosure Statement Motions to Compel²;
4. The DRA Parties shall be entitled to attend and participate in any deposition conducted by or in association with any other party arising out of the Disclosure Statement Motions to Compel;
5. The DRA Parties shall be entitled to participate in all meet and confers regarding discovery or depositions in any way related to the Disclosure Statement Motions to Compel.

SO ORDERED.

Dated: _____

JUDITH GAIL DEIN
UNITED STATES MAGISTRATE JUDGE

² As defined in the Joinder.